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B1 (Official Form 1) (1/08) United States Bankruptcy Court Southern District of New York Voluntary Petition Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): Tampa Enclave 52 LLC All Other Names used by the Debtor in the fast 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): dba The Promenade at Tampa Palms Last four digits of Soc. See, or individual-Taxpayer I.D. (ITIN) No./Complete Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state oil): 20-3797896 EIN (if more than one, state all): Street Address of Debtor (No. & Street, City, State & Zip Code): Street Address of Joint Dehtor (No. & Street, City, State & Zip Code): 7200 W. Camino Real Road Suite 302 Boca Raton, FL ZIPCODE 33433 ZIPCODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Out of State Mailing Address of Debtar (if different from street address) Mailing Address of Joint Debtor (if different from street address): ZIPCODE ZIFCODE Location of Principal Assets of Business Debtor (if different from street address above): 16200 Enclave Village Drive, Tampa, FL ZIPCODE 33647 Type of Debtor Nature of Business Chapter of Bankruptcy Code Under Which (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 7 Chapter 15 Petition for Individual (includes Joint Debtors) Single Asset Real Estate as defined in 11 Chapter 9 Recognition of a Foreign See Exhibit D on page 2 of this form.

Corporation (includes LLC and LLP) U.S.C. § 101(51B) Chapter 11 Main Proceeding 🗌 Railroad Chapter 12
Chapter 13 Chapter 15 Petition for Partnership
Other (if debtor is not one of the above entities, Stockbroker Recognition of a Foreign Commodity Broker Normain Proceeding check this box and state type of entity below.) Clearing Bank Nature of Debts 🗍 Other (Check one hox.) Debts are primarily consumer Debts are primarily Tax-Exempt Entity debts, defined in 11 U.S.C. business debts. (Check hox, if applicable.) § 101(8) as "incurred by an Deblor is a tax-exempt organization under individual primarity for a Title 26 of the United States Code (the personal, family, or house-Internal Revenue Cede). hold purpose. Filing Fee (Check one box) Chapter 11 Debtors Check one box: Full Filing Fee attached Debter is a small business debter as defined in 11 U.S.C. § 101(51D).

Debter is not a small business debter as defined in 11 U.S.C. § 101(51D). If filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtar is unable to pay fee except in installments. Rule 1006(b). See Official Form Debter's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,190,000. Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must Check all applicable boxes: attach signed application for the court's consideration, See Official Form 3B. A plan is being filed with this petition

Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). Statistical/Administrative Information THIS SPACE IS FOR Debtor estimates that funds will be available for distribution to unecured creditors. COURT USE ONLY Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors ∇ ____ F П 1-49 50-99 100-199 200.999 10,001-1,000--100,2 25,001-50,001-Over 5,000 10,000 25,000 50,000 100,000 100,000 Estimated Assets Ø \$0 to \$50,001 to \$100,001 to \$500,001 to \$1,000,001 to \$10,000,001 \$50,000,001 to \$100,000,001 \$500,000,001 More than \$50,000 \$100,000 \$500,000 \$1 million \$10 million to \$50 million \$100 million to \$500 million to \$1 billion \$1 billion Estimated Liabilities \square \$50,001 to \$100,001 to \$500,001 to \$1,000,001 to \$10,000,001 \$50,000,001 to \$100,000,001 \$500,000,001 More than \$500,000 \$10 million \$1 million to \$50 million \$100 million to \$500 million to \$1 billion

Name of Debtor(s): Tampa Enclave 52 LLC Page 2

BI (Official Form I) (1/08)

(This page must be completed and filed in every case)

Voluntary Petition

filing of the petition.

□ Debtor certifies that he/she has served the Landford with this certification. (11 U.S.C. § 362(1)).

B1 (Official Form 1) (1/08)

KEVIN J. NASH, ESQ.
GOLDBERG WEPRIN FINKEL GOLDSTEIN LLP
1501 Broadway, 22nd Floor
New York, New York 10036
(212) 221-5700

Attorneys for the Debtor

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK			
In re:	Chapter 11		
TAMPA ENCLAVE 52 LLC	Case No.:		
Debtor.			

CONSOLIDATED AFFIRMATION PURSUANT TO LOCAL BANKRUPTCY RULES

JACOB SABO affirms as follows:

- I am the Temporary Liquidator of OFEK International Real Estate Ltd. ("OFEK"), a company organized under the laws of the sovereign nation of Israel. OFEK is currently undergoing insolvency proceedings in the District Court for Tel Aviv (Bankruptcy File 1619/09). The insolvency proceedings were precipitated by the death of OFEK's principal, Elie Berdugo, who died on February 12, 2008.
- 2. At the time of Mr. Berdugo's death, OFEK owned indirectly, inter alia, two American subsidiaries, known as Greenwich Street Developers LLC ("Greenwich Street") and Tampa Enclave 52 LLC ("Tampa Enclave")

collectively, the "American Subsidiaries") which are seeking Chapter 11 relief (collectively, the "Debtors"). The parent/subsidiary relationship between OFEK and the Debtors herein through various intermediate wholly owned general and limited partners are set forth on the chart annexed hereto as Exhibit "1".

- 3. Each of the American Subsidiaries was involved in a separate real estate development project. These projects unfortunately suffered financial reversals in recent times because of the overall decline in market conditions, as well as the resulting loss of leadership triggered by the untimely death of Mr. Berdugo.
- 4. More particularly, Greenwich Street owns certain undeveloped real property located at 133 Greenwich Street, New York, New York (the "Greenwich Property"). The Greenwich Property was acquired with the intent of constructing a 203 room luxury hotel at the site. The development plan contemplated utilizing some 131,715 square feet of related air rights associated with the underlying parcel of land consisting of 8,781 square feet.
- 5. Because of Mr. Berdugo's prior real estate experience, he lent a good deal of experience and creditability to the project. Following his death, the project stalled, while the underlying Greenwich Property itself fell into foreclosure.
- 6. U.S. Bank National Association ("U.S. Bank"), which originally provided acquisition and pre-development financing, holds a first

mortgage in the principal sum of \$39 million and commenced a foreclosure action in the Supreme Court, New York County (Index No. 103085/09).

- 7. While the value of the Greenwich Property has obviously diminished over the last year, there has been renewed interest in the location in recent weeks. The Debtors are hoping to work cooperatively with U.S. Bank on developing a joint marketing plan that promotes the interests of all concerned in the bankruptcy.
- 8. The second American subsidiary, Tampa Enclave, owns a condominium development in Tampa, Florida known as "The Promenade at Tampa Palms" containing 240 units. Approximately 144 of the units in the complex remain unsold and their values have eroded because of a decline in the Florida real estate market. The project was financed by Compass Bank which is owed a principal balance of \$18,217.292.06 on its first mortgage secured by the unsold units.
- 9. Compass Bank has instituted foreclosure proceedings as well in Hillsborough County, Florida and obtained a judgment of foreclosure. As with the Greenwich Property, there has been renewed interest in the Florida assets from third-party investors as well.
- 10. The Chapter 11 filings preserve the <u>status quo</u> and allow the Debtors the opportunity to pursue third-party investors without entanglements posed by the pending foreclosure actions and ensuing interruption in normal operations.

- Because each of the American Subsidiaries have a separate 11. corporate existence in the United States, owning localized assets, I believe that filings under Chapter 11 are proper, while reserving potential rights to seek additional relief under Chapter 15 of the Bankruptcy Code and recognition of the OFEK insolvency case in the United States.
- As a fiduciary, I understand that it is my mandate to attempt 12. to realize as much value from the American Subsidiaries as reasonably possible. I view the Chapter 11 filings as a necessary step in that direction.
- Given the affiliate/subsidiary relationship, these cases are 13. being filed as related proceedings. They are being venued in New York as the location of the Greenwich Property which is the most valuable asset, making Greenwich Street Developers LLC the lead case.
- Operationally, the Greenwich Property generates no current 14. income, while the unsold units in Tampa are largely occupied and generate monthly rents of \$155,890, with a net operating income of approximately \$50,440

before payment of taxes and debt service.

Executed September 8, 2009

Hibylviahword/Tempa Enclave 52 LLC - SABIA, 283914.oml Rule Affirmation (Consulation) - 9-1-09.doc

UNITED STATES BANKRUPT SOUTHERN DISTRICT OF NEV		
In re:	Х	Case No.
TAMPA ENCLAVE 52 LLC		Chapter 11
	Debtor.	
	Х	

LIMITED LIABILITY COMPANY RESOLUTION

At a special meeting of the direct and indirect members of Tampa Enclave 52 LLC (the "Company") held on September 8, 2009, and upon due consent and after motion duly made, seconded and unanimously carried, it is hereby:

> RESOLVED, that the Company is authorized and empowered to cause the filing of a petition under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court in the Southern District of New York, and that the same is in the best interests of the Company and its creditors and equity holders; and it is further

> RESOLVED, that the Company is authorized to retain the firm of GOLDBERG WEPRIN FINKEL GOLDSTEIN LLP, as counsel to represent the Company in connection with the purposes of proceeding with prosecution of Chapter 11 case.

> > TAMPA ENCLAY

Dated: Tel Aviv, Israel September 8, 2009

Name: Jacol Sabo

Title Temporary Liquidator of OFEK

International Real Estate Ltd.

B4 (Official Form 4) (12/07)

United States Bankruptcy Court Southern District of New York

IN RE;		Case No	o	
Tampa Enclave 52 LLC		Chapter	11	
De	ebtor(s)			
LIST OF CREDI	TORS HOLDING 20 LARGEST U	NSECURED (CLAIMS	
Following is the list of the debtor's creditors holding the chapter 11 for chapter 9] case. The list does not include the value of the collateral is such that the unsecured deficit holding the 20 largest unsecured claims, state the child guardian.* Do not disclose the child's name. See, 11 U.S.	icincy places the creditor among the holders of the 20 is mitfals and the pame and address of the children	er" set forth in 11 U.	S.C. § 101, or (2) sec	ured creditors unless
(1) Name of creditor and complex mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
HotWire Corporation				33,717.92
P.O. Box 57330 Philadelphia, PA 19111-7330				,
Premium Assignment Corporation P.O. Box 791182 Baltimore, MD 21279-1182				10,314.16
Wilmar Industries Inc. PO Box 404284 Atlanta, GA 30384-4284				2,614.17
	LTY OF PERJURY ON BEHALF OF A CO	ORPORATION	OR PARTNERSH	IP
I, [the president or other officer or on authorized by in this case, declare under penalty of perjury that I	eent of the corneration if ar a member or no aut	horized agent of t	ha partnershipl so-	mort and the states as
	<i>y v v v</i>			
	Jacob sabo, Temporary Liquidat	or of OFEK		
	V			(Priot Name and Title)

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:

Chapter 11

TAMPA ENCLAVE 52 LLC

Case No.

Debtor,

LIST OF EQUITY HOLDERS

Promenade Tampa Nadlan LP which is owned in Promenade Tampa Palms LLC (1% General Partner) as OFEK International Real Estate Ltd. (99% Limited Partner).

LIST OF CREDITORS

Doug Belden Hillsborough County Tax Collector P.O. Box 172920 Tampa, FL 33672-0920

Compass Bank 10050 Skinner Lake Drive Jacksonville, FL 32246

HotWire Corporation P.O. Box 57330 Philadelphia, PA 19111-7330

Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114 Premium Assignment Corporation P.O. Box791182 Baltimore, MD 21279-1182

Wilmar Industries Inc. P.O. Box 404284 Atlanta, GA 30384-4284

Viktor Construction Inc. 1959 Alt 19N Suite 603 Tarpon Springs, FL 34689

Condominium Association Inc. 7200 West Camino Real Road Boca Raton, FL 33433

Tampa Palms Area 3 Owners 7200 West Camino Real Road Boca Raton, FL 33433

Kodsi Law Firm PA 701 West Cypress Creek Road Suite 303 Fort Lauderdale, FL 33309

Executed on September 8, 2009

TAMPA ENCLAVE 52 L/C

Name: Jacob Salo

Title: Temporary Liquidator of OFEK International Real Estate Ltd.

By:

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK	
In re:	CHAPTER 11
TAMPA ENCLAVE 52 LLC	CASE NO.
DebtorX	

SCHEDULE OF PENDING LAWSUITS

Compass Bank v.
 Tampa Enclave 52 LLC, et al.
 Circuit Court of the Thirteenth Judicial Circuit in and for Hillsborough County, Florida
 Civil Division
 Case No. 08-27274

Attorney: Robert M. Quinn, Esq. Carlton Fields, P.A. P.O. Box 3239

Tampa, Florida 33601-3239

Dated: New York, New York September 8, 2009

TAMPA HNCLAVE 52 LIC

Ву: ___

Name: Jacob Sabo

Title: Temporary Liquidator of OFEK International Real Estate Ltd.

SOUTHERN DISTRICT OF NEW	YORK	
In re:		Chapter 11
TAMPA ENCLAVE 52 LLC	Case No.:	
	Debtor.	
	X	

RULE 7.1 CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Civil Procedure 7.1, Tampa Enclave 52 LLC (the "Debtor"), certifies that it is a private non-governmental party, and has no corporate parent, affiliates and/or subsidiaries which are publicly held.

Executed on September 8, 2009

TAMPA ENCLAVE \$2

By: /// // Name: Jacob Sabo

Title: Temporary Liquidator of OFEK International Real Estate Ltd.

United States Bankruptcy Court Southern District of New York

IN RE:		Case No.
Tampa Enclave 52 LLC		Chapter 11
De	bior(s)	
VE	RIFICATION OF CREDITOR MATRI	x
The above named debtor(s) hereby verify	(ies)that the attached matrix listing cleditors	is true to the best of my(our) knowledge
Date: September 8, 2009 Sig	gnature:)
	Jacob Sabo, Temporary Liquidator o	f OFEK Debloo
Date: Sig	nature:	
	V	Joint Debtor, if any

Carlton Fields, P.A. P.O. Box 3230 Tampa, FL 33601-3239

Compass Bank 10050 Skinner Lake Drive Jacksonville, FL 32246

Condominium Association, Inc. 7200 Wesr Camino Real Road Boca Raton, FL 33433

Doug Belden Hillsborough County Tax Collector P.O. Box 172920 Tampa, FL 33672-0920

HotWire Corporation P.O. Box 57330 Philadelphia, PA 19111-7330

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Kodsi Law Firm PA 701 West Cypress Creek Road Suite 303 Fort Lauderdale, FL 33309

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